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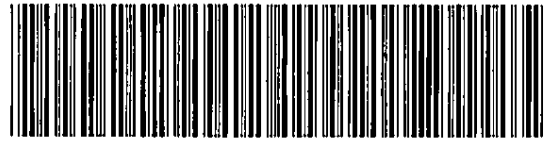
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 19, 2023

KAREENE P LEVY PRESIDENT/CEO  
5420 W CYPRESS STREET  
TAMPA, FL 33607-1706

SUBJECT: MACDONALD TRAINING CENTER FOUNDATION, INC.  
Ref. Number: N37788

We have received your document for MACDONALD TRAINING CENTER FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You may only file one. You may either file the amendment or the restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Morgan E Lovett  
Regulatory Specialist II

Letter Number: 423A00028875

Articles of Amendment  
to  
Articles of Incorporation  
of

MacDonald Training Center Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N37788

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

N/A

*(Principal office address **MUST BE A STREET ADDRESS**)*

**C. Enter new mailing address, if applicable:**

N/A

*(Mailing address **MAY BE A POST OFFICE BOX**)*

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

New Registered Office Address:

*(Florida street address)*

*(City)*

*, Florida*

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer director title by the first letter of the office title:*

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add	<u>S</u>	<u>Phillip A. Baumann</u>	<u>201 E. Kennedy Blvd., Suite 830</u> <u>Tampa, FL 33602</u>
<input checked="" type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add	<u>S</u>	<u>J. Richard Caskey</u>	<u>777 S. Harbour Island Blvd., Suite 5</u> <u>Tampa, FL 33602</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Patricia Spears</u>	<u>2413 Bayshore Blvd, #1504</u> <u>Tampa, FL 33629</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Cindy Bauer</u>	<u>13907B Bardmoor Place</u> <u>Tampa, FL 33618</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

See attached AMENDED ARTICLES OF INCORPORATION for the full, detailed changes to the

original Articles of Incorporation. Below is a summarized list of the substantive changes with specific explanation for each:

• Article III

Deleted in its entirety and replaced with a new corporate purpose as a 'supporting organization' pursuant to Section 509(a)(3)  
of the Internal Revenue Code. The corporate powers were revised from including a non-exclusive list to providing for all

powers authorized by law, as limited by the corporate purpose. Section 3 was added to provide instructions as to what would happen upon the occurrence of several events regarding the Supported Organization.

• Article IV

The sole Member is now defined in the Articles as MacDonald Training Center, Inc. (or the "Supported Organization").

• Article VI

Revised the requirements for appointment of the Board of Directors to include the stipulation that at least a majority of the Directors must also be actively serving on the Board of Directors for the Supported Organization.

• Article VII

Updated the statutory sections as those that were previously included were outdated due to legislative updates.

• Article VIII

Updated the corporate address and registered office and agent.

• Article XII

Updated to state that, as required by Section 509(a)(3) of the Internal Revenue Code, all assets will be distributed to the Supported Organization if the Corporation is dissolved. In addition, Article XII provides for what will happen to the assets if the Supported Organization is no longer in existence or shall not be eligible to receive such assets due to their status as an organization.

The date of each amendment(s) adoption: September 29, 2023, if other than the date this document was signed.

Effective date if applicable: October 1, 2023  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

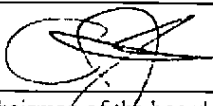
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 1, 2023

Signature

  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Aaron Silberman

(Typed or printed name of person signing)

Chairman

(Title of person signing)



**ACTION BY WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF**

**MACDONALD TRAINING CENTER FOUNDATION, INC.**

**Change in Tax Status from Public Charity to Supporting Organization**

September 29, 2023

Upon review and recommendation, the undersigned, being all the members of the Board of Directors of **MACDONALD TRAINING CENTER FOUNDATION, INC.**, a Florida not-for-profit corporation (hereafter the "Corporation"), do hereby approve the below by written unanimous consent, in lieu of a special meeting:

**WHEREAS**, at its Board of Directors meeting on August 1, 2023, the Board of Directors determined it was in the best interest of the Corporation and approved:


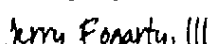

- Applying for a change in Public Charity status from a 501(c)(3) to a 509(a)(3) Supporting Organization because the Foundation did not pass its Public Support Test and was at risk of becoming a Private Foundation
- Approve the revisions to the governing documents; Article of Incorporation and Bylaws that have been reviewed by a qualified tax attorney to ensure they are consistent and support the change in status.

**BE IT RESOLVED** that the Board of Directors of MacDonald Training Center Foundation, Inc. hereby approves:

**RESOLVED**, that this Written Consent in Lieu of Special Meeting of the Corporation may be executed simultaneously in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument. Facsimile or e-mail transmission of any signed original document or retransmission of any signed facsimile or e-mail transmission will be deemed the same as delivery of an original.

**IN WITNESS WHEREOF**, the undersigned have hereunto set their hands and seals as of the date(s) set forth:

**BY BOARD OF DIRECTORS:**

DocuSigned by:  
  
\_\_\_\_\_  
Aaron Silberman, Chair  
  
\_\_\_\_\_  
Jerry Fogarty, III, Vice Chair / Treasurer  
  
\_\_\_\_\_  
J. Richard Caskey

9/29/2023  
\_\_\_\_\_  
Date  
9/29/2023  
\_\_\_\_\_  
Date  
9/29/2023  
\_\_\_\_\_  
Date

AMENDED ARTICLES OF INCORPORATION  
OF  
MACDONALD TRAINING CENTER FOUNDATION, INC.

ARTICLE I  
NAME

The name of the Corporation shall be MACDONALD TRAINING CENTER FOUNDATION, INC. (the "Corporation").

ARTICLE II  
DURATION

The Corporation shall have perpetual existence.

ARTICLE III  
PURPOSES AND POWERS

SECTION 1. PURPOSES. This Corporation is organized and shall be operated as a supporting organization within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986 and the Regulations promulgated thereunder, as they now exist or as they may hereafter be amended from time to time (the "Code"), exclusively for the benefit of and to provide support for and advance the charitable purposes of MACDONALD TRAINING CENTER, INC., a Florida not-for-profit corporation exempt from federal income tax under Section 501(c)(3) of the Code (the "Supported Organization"). Notwithstanding any other provisions of these Articles, the Corporation shall not, nor shall have the power to, conduct or carry on any activities which are not in furtherance of supporting the Supported Organization.

SECTION 2. POWERS. The Corporation shall have all the corporate powers authorized by law except as modified and limited by Section 1 hereof.

SECTION 3. STATUS OF SUPPORTED ORGANIZATION. Upon the occurrence of the Supported Organization losing its tax exempt status, substantially failing or abandoning operations, or its dissolution, the Corporation may: (i) substitute a successor 501(c)(3) organization with a substantially similar purpose to support in place of the Supporting Organization; or (ii) dissolve the Corporation in accordance with Article XII herein.

ARTICLE IV  
MEMBERSHIP

The sole Member of the Corporation shall be MACDONALD TRAINING CENTER HOLDING CORP., a Florida not-for-profit corporation, who is also the sole member of the Supported Organization (the "Member").

ARTICLE V  
LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Member, Directors, Officers, or other private persons; provided, however, that the Corporation shall be authorized and



empowered to make payments and distributions in furtherance of the purposes set forth in Article III.

#### ARTICLE VI DIRECTORS AND OFFICERS

SECTION 1. INITIAL DIRECTORS. The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but may never be less than three (3). The Board of Directors of the Corporation shall be appointed by the Member, with the exception that no less than a majority of the Directors must actively serve on the Board of Directors of the Supported Organization.

SECTION 2. ELECTION OF DIRECTORS. Directors shall be elected for a term of three (3) years, or until their successors have been elected and qualified. Persons shall be appointed to the Board of Directors by the Member, except as limited by Section 1 of this Article VI. Any vacancy occurring in the Board of Directors notwithstanding any vacancy created by an increase in the number of Directors, may be filled by appointment by the Member, except as limited by Section 1 of this Article VI.

SECTION 3. OFFICERS. The officers of the Corporation shall be a Chairman of the Board, a Vice Chairman of the Board, a President, such Vice Presidents as the Board of Directors may by resolution appoint, a Treasurer and a Secretary. The officers shall be elected for terms of one (1) year, and shall hold office in the manner provided in the Bylaws.

#### ARTICLE VII INDEMNIFICATION

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in its Bylaws, pursuant to an agreement authorized by the Board of Directors, with such person, or otherwise as permitted under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

The Corporation, pursuant to Section 617.0831 and 607.0850-607.0859, Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation as provided in the Bylaws, or (ii) in situations where indemnification is mandatory under Section 607.0852, Florida Statutes, or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions under Sections 607.0850-607.0859, Florida Statutes, is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Sections 607.0850-607.0859.

#### ARTICLE VIII CORPORATE ADDRESS AND REGISTERED OFFICE AND AGENT

The address of the Corporation is 5240 W Cypress Street, Tampa, Florida 33607. The street address of the registered office of this Corporation is 1801 N Highland Avenue, Tampa, Florida 33602, and the name of the initial Registered Agent of this Corporation at that address is Peter J Kelly.

ARTICLE IX  
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with Chapter 617, Florida Statutes, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Member is subject to this reservation.

ARTICLE X  
BYLAWS

The Bylaws of the Corporation may be made and adopted, altered, amended or rescinded by the Board of Directors with the approval of the Member.

ARTICLE XI  
NONSTOCK BASIS

The Corporation is organized on a nonstock basis. The Corporation shall not issue shares of Stock.

ARTICLE XII  
DEDICATION OF ASSETS; DISSOLUTION

The Corporation dedicates all assets that it may acquire to the Supported Organization, as set forth in Article III. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all of its assets to the Supported Organization. In the event that (i) the Supported Organization shall not exist at the time of the dissolution of the Foundation, or (ii) the Supported Organization shall not be an organization described in §501(c)(3) of the Code, and the Supported Organization's Board shall not have provided the Corporation with written directions for the distribution of assets to other organizations described in §501(c)(3) of the Code, then upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed to one or more other organizations described in §501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government, for a public purpose, all in keeping with the §501(c)(3) of the Code's purpose or purposes of the Supported Organization as such existed as an organization described in §501(c)(3) of the Code prior to the dissolution of the Corporation. No assets of the Corporation shall be distributed to any officer or director of the Foundation or the Supported Organization or to any private individual.

[ SIGNATURE PAGE TO FOLLOW ]

[ REST OF PAGE INTENTIONALLY LEFT BLANK ]

IN WITNESS WHEREOF, the Supported Organization, the Member, who is the sole Member of the Corporation, and the Board of Directors of the Corporation have hereunto approved these Amended Articles of Incorporation and subscribed their names this 29th day of September, 2023.

MEMBER:

MACDONALD TRAINING CENTER HOLDING  
CORP., a Florida not-for-profit  
corporation

By: Karenne P Levy  
KARENNE P LEVY, PRESIDENT

SUPPORTED ORGANIZATION:

MACDONALD TRAINING CENTER, INC., a  
Florida not-for-profit corporation

By: Karenne P Levy  
KARENNE P LEVY, PRESIDENT

BOARD OF DIRECTORS OF CORPORATION:

Karenne P Levy  
KARENNE P LEVY, PRESIDENT

9/29/2023

DocuSigned by:  
Aaron Silberman  
AARON SILBERMAN, CHAIRMAN

9/29/2023

DocuSigned by:  
Jerry Fogarty, III  
JERRY FOGARTY, VICE-CHAIR; TREASURER

9/29/2023

DocuSigned by:  
J. Richard Caskey  
J. RICHARD CASKEY, DIRECTOR